

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

STEPHEN SULLIVAN, WHITE OAK FUND LP, CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM, SONTERRA CAPITAL MASTER FUND, LTD., FRONTPOINT PARTNERS TRADING FUND, L.P., AND FRONTPOINT AUSTRALIAN OPPORTUNITIES TRUST on behalf of themselves and all others similarly situated,

Plaintiffs,

- against -

BARCLAYS PLC, BARCLAYS BANK PLC, BARCLAYS CAPITAL INC., BNP PARIBAS S.A., CITIGROUP, INC., CITIBANK N.A., COÖPERATIEVE CENTRAL RAIFFEISEN-BOERENLEENBANK B.A., CRÉDIT AGRICOLE S.A., CRÉDIT AGRICOLE CIB, DEUTSCHE BANK AG, DB GROUP SERVICES UK LIMITED, HSBC HOLDINGS PLC, HSBC BANK PLC, ICAP PLC, ICAP EUROPE LIMITED, J.P. MORGAN CHASE & CO., JPMORGAN CHASE BANK, N.A., THE ROYAL BANK OF SCOTLAND PLC, SOCIÉTÉ GÉNÉRALE SA, UBS AG AND JOHN DOES NOS. 1-50,

Defendants.

No. 13-cv-02811 (PKC)

**DECLARATION OF ALLISON CAMBRIA  
IN SUPPORT OF DEUTSCHE BANK AG'S  
MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION**

I, Allison Cambria, hereby declare:

1. I am Vice President and Counsel in the Litigation and Regulatory Investigations Group at the New York branch of Deutsche Bank Aktiengesellschaft ("Deutsche Bank AG"). I submit this declaration in further support of Deutsche Bank AG's motion to dismiss the above-

captioned action for lack of personal jurisdiction. The facts stated herein are true based on my own personal knowledge, inquiries within Deutsche Bank AG and my review of records maintained in the regular course of business by Deutsche Bank AG.

2. Deutsche Bank AG is a foreign financial institution incorporated under the laws of the Federal Republic of Germany.

3. Deutsche Bank AG's headquarters are located at Taunusanlage 12, 60262 Frankfurt am Main, Hesse, Germany. Deutsche Bank AG's principal place of business is and has always been in Germany.

4. According to its 2014 Annual Review, available at [https://annualreport.deutsche-https://www.db.com/ir/en/download/Deutsche\\_Bank\\_Annual\\_Report\\_2014\\_entire.pdf](https://annualreport.deutsche-https://www.db.com/ir/en/download/Deutsche_Bank_Annual_Report_2014_entire.pdf), Deutsche Bank is the "number one private bank for private and commercial clients in Germany." See 2014 Annual Review, at \*3.

5. Deutsche Bank AG's principal regulators are the European Central Bank, the Bundesanstalt für Finanzdienstleistungsaufsicht (better known by its abbreviation "BaFin") and the Deutsche Bundesbank (the German central bank).

6. As of August 2015, Deutsche Bank AG has 66 branches worldwide. Deutsche Bank AG has one domestic branch in Germany and the remaining 65 branches are spread over 40 jurisdictions worldwide. (For the avoidance of doubt, Deutsche Bank AG considers its German branch to be a single legal entity, but it has 129 regional branch offices within Germany.) Currently, only one of Deutsche Bank AG's 65 foreign branches is located in the United States, in New York City.

7. Deutsche Bank AG's New York branch is not registered with New York's Secretary of State.

8. Deutsche Bank AG's New York branch is licensed by New York's Department of Financial Services.

9. Deutsche Bank AG is regulated by the Federal Reserve System as an uninsured state branch of a foreign bank organization.

10. At all relevant times, Deutsche Bank AG had a single branch in New York.

11. As of March 31, 2015, Deutsche Bank AG and its subsidiaries had 2,807 retail outlets globally, of which 1,842 outlets (65.6% of all retail outlets) were located in Germany. Deutsche Bank AG and its subsidiaries do not have any retail outlets in the United States.

12. Deutsche Bank AG and its subsidiaries' operations in the United States also are small when measured by the number of full-time employees in the United States.

A. As of December 2014, Deutsche Bank AG and its subsidiaries employed 10,062 full-time employees in the United States, or about 10.3% of the 98,138 full-time Deutsche Bank employees worldwide.

B. In comparison, as of December 2014, Deutsche Bank AG and its subsidiaries employed 45,392 full-time employees in Germany alone, or about 46.2% of the 98,138 full-time Deutsche Bank employees worldwide. See 2014 Annual Review, at \*2.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed this 9th day of October 2015 in New York City, New York.

  
\_\_\_\_\_  
Allison Cambria